

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

UNITED STATES BANKRUPTCY COURT

WESTERN DISTRICT OF MICHIGAN

NOTES PERTAINING TO ALL DEBTORS

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by Gainey Corporation ("Gainey") and its affiliated debtors in these jointly administered chapter 11 cases (collectively, the "Debtors") in the United States Bankruptcy for the Western District of Michigan (the "Bankruptcy Court") have been prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by management of the Debtors with the assistance of their court-appointed advisors and are unaudited. Although management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may exist. Because the Schedules and Statements contain unaudited information, which is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are complete. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

Agreements Subject to Confidentiality. There may be instances within the Schedules and Statements where certain information has intentionally been altered or revised due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information or concerns for the privacy of an individual. The alterations will be limited to only what is necessary to protect the debtor or third party and will provide interested parties with sufficient information to discern the nature of the listing.

Amendment. Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and/or supplement the Schedules and Statements as is necessary and appropriate.

Basis of Presentation. Gainey is a privately-held corporation. For financial reporting purposes, the Debtors, along with their subsidiaries which have not filed voluntary petitions for reorganization under the Bankruptcy Code, prepare consolidated financial statements that are audited annually. Unlike the consolidated financial statements, these Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where indicated otherwise. In addition, not all of the direct and indirect subsidiaries of Gainey are Debtors in these chapter 11 cases. Accordingly, combining the assets and liabilities set forth in the Schedules and Statements of the Debtors would result in amounts that would be substantially different from financial information regarding Gainey and its subsidiaries that would be prepared on a consolidated basis under Generally Accepted Accounting Principles ("GAAP"). Therefore, these Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP.

Causes of Action. Despite their reasonable efforts to identify all known assets, the Debtors, may not have set forth all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action or avoidance actions they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claim, causes of action or avoidance action or in any way prejudice or impair the assertion of such claims.

Claims Designations. Any failure to designate a claim on the Debtors' Schedules and Statements as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent" or "unliquidated." The Debtors reserve the right to dispute any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent" or "unliquidated."

Court Orders. By separate orders of the Bankruptcy Court entered on the Petition Date, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of customers, employees, lienholders and taxing authorities. Consequently, certain prepetition fixed, liquidated and undisputed priority and general unsecured claims have been or may be paid under this authority. To the extent possible, amounts are not listed on Schedule F if they have been paid.

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Net Book Value of Assets. Unless otherwise indicated, the Debtors' assets and liabilities are shown on the basis of their net book value as of September 30, 2008. As a result, amounts ultimately realized may vary from net book value and such variance may be material. Exceptions to this include operating cash, which is presented at bank balances as of the Petition Date. Certain other assets, such as investments in subsidiaries, are listed at undetermined amounts as the net book values may materially differ from fair market values. Attempts to obtain current market valuations of all assets would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets and, as a result, has not been attempted in connection with the preparation of the Schedules and Statements.

Dates. The information provided herein, except as otherwise noted, represents the asset data of the Debtor as of September 30, 2008 (the month immediately preceding the Petition Date) and liability data of Debtor as of the Petition Date.

Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements, such as goodwill, pension assets, deferred compensation, accrued salaries, employee benefit accruals, post-retirement benefits and deferred gains. Other immaterial assets and liabilities may also have been excluded.

Fiscal Year. Each Debtor's fiscal year ends on December 31.

Foreign Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.

Insiders. The Debtors have included all payments made over the 12 months preceding the Petition Date to any individual deemed an "insider." Insiders are defined as individuals who served as either Officers or Directors of a Debtor in the 12 months immediately preceding the commencement of this case.

Intercompany Transactions. Prior to the Petition Date, the Debtors routinely engaged in intercompany transactions among the Debtors resulting in intercompany accounts payable and accounts receivable. The respective intercompany accounts payable and accounts receivable as of the Petition Date are listed at the net amount due to/due from the debtor as of the petition date.

Schedule D. Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve their right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercreditor agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D.

Certain of Debtors' agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. No attempt has been made to identify such agreements for purposes of Schedule D; nevertheless, the Debtors reserve their rights to argue that any agreement listed in Schedule G may be treated as secured financing agreements rather than executory contracts or unexpired leases.

Schedule F. Creditors Holding Unsecured Nonpriority Claims. Schedule F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts, however, are reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date. The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. Although reasonable efforts have been made to identify the date of incurrence of each claim, determination of each date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F. Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. However, to the extent that litigation involving a particular Debtor has been identified, such information is contained in the Schedule for that Debtor.

Schedule G. Executory Contracts. The Debtors' businesses are complex. Although reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or overinclusion may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contract or other agreement set forth in Schedule G that may have expired or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed therein. Also, Schedule G contains all of the Debtors contracts and agreements as of the Petition Date. It is possible that some of the contracts or agreements listed on Schedule G have expired or otherwise terminated pursuant to their terms since the Petition Date. The presence of a contract or agreement on Schedule G does not constitute an admission by the Debtors that such contract or agreement is an executory contract or unexpired lease.

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In some cases, the same supplier or provider appears multiple times in Schedule G. This multiple listing is to reflect distinct agreements between the applicable Debtor and such supplier or provider. In addition, it is possible that the Debtors, despite their best efforts, have not accounted for every agreement. Accordingly, the Debtors reserve their right to modify, amend or supplement their responses at any time.

Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G.

In addition, certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument (including, without limitation, any intercreditor agreement) related to a creditor's claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. Finally, certain of the executory agreements may not have been memorialized and could be subject to dispute.

Schedule H. Co-Debtors. In the ordinary course of their business, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their business. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because of the volume of such claims; the nature of these claims as contingent, disputed or unliquidated, and the inclusion of these claims elsewhere in the Schedules and Statements, such claims have not been set forth individually on Schedule H.

Totals. All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the tables.

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Indicate as to each schedule whether the schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, G, H, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the amount of the debtor's assets. Add the amounts of Schedules D, E, and F to determine the total amount of the debtor's liabilities.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Amounts Scheduled		
			Assets	Liabilities	Other
A - Real Property	Yes		\$0		
B - Personal Property	Yes		\$32,634,336		
C - Property Claimed as Exempt	Yes				
D- Creditors Holding Secured Claims	Yes			\$226,603,594	
E - Creditors Holding Unsecured Priority Claims	Yes			\$0	
F - Creditors Holding Unsecured Nonpriority Claims	Yes			\$162,655	
G - Executory Contracts and Leases	Yes				
H - Codebtors	Yes				
I - Current Income of Individual Debtor(s)	No				
J- Current Expenses of Individual Debtor(s)	No				
Total Number of Sheets in ALL Schedules		-			
Total Assets			\$32,634,336		
Total Liabilities				\$226,766,249	

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Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint of Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	CURRENT BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR MORTGAGE	AMOUNT OF SECURED CLAIM
None			

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Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category attach a separate sheet properly identified with the case name, case number and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - "Executory Contracts and Unexpired Leases."

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		See Exhibit B1	\$352
2. Checking, saving or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		See Exhibit B2	\$4,694,247
3. Security deposits with public utilities, telephone companies, landlords, and others.	x		
4. Household goods and furnishings, including audio, video, and computer equipment.	x		
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	x		
6. Wearing apparel.	x		
7. Furs and jewelry.	x		

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TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
8. Firearms and sports, photographic, and other hobby equipment.	x		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	x	See Exhibit B9	\$ 14,587,921.84
10. Annuities. Itemize and name each issuer.	x		
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	x		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give Particulars.	x		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		See Exhibit B13	Undetermined
14. Interests in partnerships or joint ventures. Itemize.	x		

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Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - "Executory Contracts and Unexpired Leases."

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TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	x		
16. Accounts Receivable.		AR - IT	\$38,880
		AR - Subrogation Receivable	\$109,200
		AR - I/C - Gainey Insurance Services, Inc.	\$10,526,890
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	x		
18. Other liquidated debts owing debtor including tax refunds. Give particulars.		See Exhibit B18	\$682,910
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	x		
20. Contingent and noncontingent interests in estate of a decedent, death benefits plan, life insurance policy, or trust.	x		

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TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		See Exhibit B21	Undetermined
22. Patents, copyrights, and other intellectual property. Give particulars.	x		
23. Licenses, franchises, and other general intangibles. Give particulars.	x	See Footnote B23 below	
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	x		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	x		
26. Boats, motors, and accessories.	x		
27. Aircraft and accessories.	x		

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TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
28. Office equipment, furnishings, and supplies.		See Exhibit B28	\$21,761
29. Machinery, fixtures, equipment and supplies used in business.	x		
30. Inventory.	x		
31. Animals.	x		
32. Crops - growing or harvested. Give particulars.	x		

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TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Farming equipment and implements.	x		
34. Farms supplies, chemicals, and feed.	x		
35. Other personal property of any kind not already listed. Itemize.		See Exhibit B35	\$1,972,174
Total			\$32,634,336

B23 - The Debtor has specifically identified no licenses, however the Debtor is the beneficiary of numerous information technology and software-related licenses, as licensee, which are generally not transferable by the Debtor, and which are not specifically noted above. The Company compiles data and databases, and uses techniques and know-how in the ordinary course of its business; such databases are not individually listed.

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Exhibit B1
Personal Property - Cash on hand (petty cash)

Location	Address	City	State	Zip	Amount
Gainey Corporation	6000 Clay Ave	Grand Rapids	MI	49548	352.10
					<u>\$ 352.10</u>

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Exhibit B2

Personal Property - Checking, saving or other financial accounts

Bank/Institution	Address	City	State	Zip	Account Number	Description	Balance
Comerica	PO Box 75000	Detroit	MI	48275	xxxxxx5365	Master Funding	4,670,354.66
Comerica	PO Box 75000	Detroit	MI	48275	xxxxxx0728	Master Collections Account	-
Comerica	PO Box 75000	Detroit	MI	48275	xxxxxx0785	GC Lockbox	-
Comerica	PO Box 75000	Detroit	MI	48275	xxxxxx3798	Disbursement	-
Comerica	PO Box 75000	Detroit	MI	48275	xxxxxx0765	Flex Spending	23,892.51
							<u>\$ 4,694,247.17</u>

Note: With a few immaterial exceptions, funds in the Debtor's various accounts are swept or transferred daily into a concentration account maintained by Gainey Corporation at Comerica Bank.

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Exhibit B9

Personal Property - Interests in insurance policies

Insurer	Insurance Type	Policy Number	Beneficiary	Insured party	Face value	Cash surrender value	Net Book Value
Transamerica Company	Life Insurance	92451152/Whole Life Policy	Gainey Corporation	Harvey N. Gainey, Sr.	Undetermined	135,762.76	
Hartford Life Insurance	Life Insurance	004 U01460810	Annie E. Gainey	Harvey N. Gainey, Sr.	Undetermined	212,212.60	
Hartford Life Insurance	Life Insurance	004 U01504858	Annie E. Gainey	Harvey N. Gainey, Sr.	Undetermined	164,499.51	
Hartford Life Insurance	Life Insurance	U01462565	Gainey Transportation Svc	Harvey N. Gainey, Sr.	Undetermined	Undetermined	
Hartford Life Insurance	Life Insurance	LL1542267	Undetermined	Harvey N. Gainey, Sr.	Undetermined	Undetermined	
John Hancock	Life Insurance	56748296	Gainey Corporation	Harvey N. Gainey, Sr.	Undetermined	Undetermined	
Deposit for Insurance Claims - Restricted Cash							14,587,921.84
						<u>\$ 512,474.87</u>	<u>\$ 14,587,921.84</u>

Note: In addition to any insurance policies listed herein, the Debtor may have an interest in other insurance policies, even though such policies may have no surrender value. For example, the Debtor may have a claim to collateral provided by one or more of the Debtors to secure deductible obligations under insurance policies issued by third party insurers. The Debtor is unable to provide a value for such a claim. See Schedule B9 as submitted by other Debtors for other such policies.

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Exhibit B13

Personal Property - Stock and interests in incorporated and unincorporated businesses

BK	Level 1	Level 2	Level 3	Level 4	Parent	Federal Tax ID	% Parent Equity	State of Incorporation	Non - Consolidated
Y	Gainey Corporation				N/A	38-2984738	N/A	MI	
Y		Super Service, Inc.			Gainey Corporation	61-1230404	100.00	MI	
Y		Lester Coggins Trucking, Inc.			Gainey Corporation	59-1172035	100.00	FL	
Y		Freight Brokers of America, Inc.			Gainey Corporation	38-3247621	100.00	KS	
Y		Gainey Transportation Services, Inc.			Gainey Corporation	38-2575794	100.00	MI	
			Aero Bulk Carrier, Inc. (a)		Gainey Transportation Services, Inc.	38-3318220	100.00	MI	
Y	Gainey Insurance Services, Inc.				N/A	38-3179720	N/A	MI	X

(a) Aero Bulk Carrier, Inc. is not a debtor in these proceedings and does not carry on business operations.

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WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

In Re: Gainey Corporation
Case No: 08-09092

Exhibit B18

Personal Property - Other liquidated debts owed to debtor including tax refunds

Entity	Address	City	State	Zip	Description	Balance
Dept. of Treasury - IRS		Ogden	UT		Form 1139 Carryback	682,910.00
						<u>\$ 682,910.00</u>

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**In Re: Gainey Corporation**
Case No: 08-09092

Exhibit B21

Personal Property - Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims,
and rights to setoff claims

Entity	Address	City	State	Zip	Description	Balance
--------	---------	------	-------	-----	-------------	---------

\$	-
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Note: The Debtor (as well as the other Debtors in this case) routinely utilizes the services of Debtor Gainey Insurance Services, Inc. ("GIS") for the management of the complex insurance arrangements necessary in the Debtor's ongoing business. GIS acts as a third party administrator in investigating, settling and paying workers compensation, personal injury, and property damage claims. In order to provide GIS with funds to make such payments, and to pay a portion of the costs of GIS's overhead, each Debtor makes a monthly payment to GIS according to a predetermined formula. Thus, at any one time, GIS holds monies for the benefit of the Debtor as a functional disbursing agent, and periodically remits those monies to third parties in settlement of or otherwise with respect to, claims that are asserted against the Debtor. Because claims against a Debtor that are paid in any month will invariably differ from the estimate of claims reflected in the contribution formula, one Debtor may in fact have paid more than its share of actual claims paid in a particular month, and another Debtor less. To the extent that the Debtor may have paid more than its share of actual claims, it may have a claim against another Debtor for reimbursement. The Debtor is unable to provide a value for such a claim.

In addition, as noted on Exhibit B-9, the Debtor may have interest in collateral provided by one or more of the Debtors to secure obligations under insurance policies issued by third party insurers.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**In Re: Gainey Corporation****Case No: 08-09092**

Exhibit B28

Personal Property - Office equipment, furnishings, and supplies

Description	Location	Address	City	State	Zip	Net Book Value
Furniture & Fixtures	Grand Rapids	6000 Clay Ave	Grand Rapids	MI	49548	16,927.77
Computer Hdw & Swr	Grand Rapids	6000 Clay Ave	Grand Rapids	MI	49548	4,833.07
						<u>\$ 21,760.84</u>

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

In Re: Gainey Corporation
Case No: 08-09092

Exhibit B35

Personal Property - Other personal property of any kind not already listed

Description	Location	Address	City	State	Zip	Net Book Value
Professional Fee Retainers		6000 Clay Ave	Grand Rapids	MI	49548	666,610.79
Prepaid Life Insurance		6000 Clay Ave	Grand Rapids	MI	49548	27,197.24
Prepaid LOC Fee		6000 Clay Ave	Grand Rapids	MI	49548	83,249.24
Prepaid Purchased Insurance		6000 Clay Ave	Grand Rapids	MI	49548	1,195,116.94
						<u>\$ 1,972,174.21</u>

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which the debtor is entitled under:

☐ Check if debtor claims a homestead exemption that exceeds \$136,875

(Check one box)

☐ 11 U.S.C. § 522(b)(2)

☐ 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT MARKET VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTIONS
None			

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in Fed. R. Banker. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled 'Codebtor', include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total's" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.



CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER	DATE CLAIM WAS INCURRED, NATURE OF LIEN AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Exhibit D					\$226,603,594.47	Undetermined
Total					\$226,603,594	Undetermined

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**In Re: Gainey Corporation**
Case No: 08-09092
Exhibit D
Creditors Holding Secured Claims

Creditor Name	Date claim was incurred and consideration for claim	Contingent	Unliquidated	Disputed	Total amount of claim	Amount entitled to priority
Key Equipment Finance, Inc.	UCC Lien	x	x	x	Undetermined	Undetermined
CIT Technology Financing Services	UCC Lien	x	x	x	Undetermined	Undetermined
General Electric Capital Corp	UCC Lien	x	x	x	Undetermined	Undetermined
Wachovia Bank National Assoc, as Admin Agent (1)	All Assets	x	x		\$ 226,603,594.47	Undetermined
					<u>\$ 226,603,594.47</u>	<u>\$ -</u>

(1) Credit Agreement dated as of April 20, 2006 as amended, under which Gainey Corporation is the Borrower and the other Debtors are Guarantors, and Wachovia Bank, National Association, acts as agent for the lenders

Stipulated amount of debt as of October 22, 2008: \$226,603,594.47

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules. Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts who file a case under chapter 7 or 13 report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts who file a case under chapter 7 report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E

TYPES OF PRIORITY CLAIMS (check the appropriate box(es) below if claims in that category are listed on the attached sheets).

- ☐ Domestic Support Obligations
Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).
- ☐ Extensions of credit in an involuntary case
Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. Section 507 (a)(2)
- ☒ Wages, salaries and commissions
Wages, salaries and commissions, including vacation, severance and sick leave pay owing to employees, up to a maximum of \$10,950* per employee, earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507 (a)(3)
- ☐ Contributions to employee benefit plans
Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507 (a)(4)
- ☐ Certain farmers and fishermen
Claims of certain farmers and fisherman, up to a maximum of \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. Section 507 (a)(6)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

- ☐ Deposits by individuals
Claims of individuals up to a maximum of \$2,425* for deposits for the purchase, lease, or rental of property or services for personal family or household use, that were not delivered or provided. 11 U.S.C. Section 507 (a)(7)
- ☒ Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. Section 507 (a)(8)
- ☐ Commitments to Maintain the Capital of an Insured Depository Institution
Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).
- ☐ Claims for Death or Personal Injury While Debtor Was Intoxicated
Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**Type of Priority for Claims Listed on This Sheet**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
1. Wages, salaries and commissions	See Exhibit E1		Undetermined	Undetermined	Undetermined
2. Taxes and certain other debts owed to governmental units	See Exhibit E2	Contingent and Unliquidated	Undetermined	Undetermined	Undetermined
Total			\$0	\$0	\$0

The Debtor paid prepetition wages, salaries, and commissions pursuant to the Court's Order Authorizing the Debtors to Pay Certain Accrued Pre-Petition Wages, Salaries, and Related Payroll Taxes, entered by the Court on October 15, 2008, and the Order Authorizing, but not Directing, the Debtors to (A) Pay Certain Reimbursable Employee Expenses; (B) Pay Employee Benefits and Continue Employee Benefit Programs, (C) Authorizing but not Directing, the Ongoing Payment of Trust Fund Taxes and Employee Contributions Withheld from Employee's Paychecks; and (D) Authorizing and Directing Banks and Financial Institutions to Pay All Checks and Electronic Payment Requests Made by the Debtors Relating to the Foregoing entered on October 27, 2008 (collectively, the "Orders"). Wages have been paid pursuant to the terms of the Orders.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**In Re: Gainey Corporation**
Case No: 08-09092
Exhibit E1
Creditors Holding Unsecured Priority Claims
Employee Wages and Salaries

Employee Name	Date claim was incurred and consideration for claim	Contingent	Unliquidated	Disputed	Total amount of claim	Amount entitled to priority	Type of Priority
Harvey N. Gainey	Potential employee claim	x	x		Undetermined	Undetermined	507 (a) (4)
Todd Hayataka	Potential employee claim				\$ -	\$ -	507 (a) (4)
Anne L. Gulch	Potential employee claim				\$ -	\$ -	507 (a) (4)
James S. Normand	Potential employee claim				\$ -	\$ -	507 (a) (4)
James Olding	Potential employee claim				\$ -	\$ -	507 (a) (4)
Eric Pell	Potential employee claim				\$ -	\$ -	507 (a) (4)
Chris Peterson	Potential employee claim				\$ -	\$ -	507 (a) (4)
Michael P. Salliotte	Potential employee claim				\$ -	\$ -	507 (a) (4)
Gregory Scott Stickle	Potential employee claim				\$ -	\$ -	507 (a) (4)
Lyman E. Thompson	Potential employee claim				\$ -	\$ -	507 (a) (4)
Tamara M. Wilson	Potential employee claim				\$ -	\$ -	507 (a) (4)
Mark A. Babin	Potential employee claim				\$ -	\$ -	507 (a) (4)
					<u>\$ -</u>	<u>\$ -</u>	

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
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In Re: Gainey Corporation
Case No: 08-09092
Exhibit E2
Creditors Holding Unsecured Priority Claims
Tax Liabilities

Creditor's Name	Description	Address	City	State	Zip	Date claim was incurred and consideration for claim	Contingent	Unliquidated	Disputed	Total amount of claim	Amount entitled to priority	Type of Priority
Federal - 1120	Internal Revenue Service		Ogden	Utah			x	x		Undetermined	Undetermined	507 (a) (8)
Illinois	Illinois Dept. of Revenue	PO Box 19008	Springfield	IL	62794-9008		x	x		Undetermined	Undetermined	507 (a) (8)
Indiana	Indiana Dept. of Revenue	PO Box 7231	Indianapolis	IN	46207-7231		x	x		Undetermined	Undetermined	507 (a) (8)
Michigan AR	Michigan Dept of Treasury	PO Box 30059	Lansing	Michigan	48909		x	x		Undetermined	Undetermined	507 (a) (8)
Kentucky	Kentucky State Treasurer - Kentucky Dept. of Revenue		Frankfort	Kentucky	40620		x	x		Undetermined	Undetermined	507 (a) (8)
Nebraska	Nebraska Dept. of Revenue	PO Box 94818	Lincoln	NE	68509-4818		x	x		Undetermined	Undetermined	507 (a) (8)
Michigan MBT -2008	Michigan Dept of Treasury	PO Box 30059	Lansing	Michigan	48909		x	x		10,000.00	Undetermined	507 (a) (8)
										Undetermined	Undetermined	

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts filing a case under chapter 7, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER.	NONE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
1. Trade Payables		See Exhibit F1		\$162,655
2. Long Term Debt	x			
3. Intercompany Liabilities	x			
4. Litigation	x			
5. Deferred Compensation	x			

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER.	NONE	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT, UNLIQUIDATED, DISPUTED	AMOUNT OF CLAIM
6. Severance	x			
7. All Other Liabilities	x			
Total				\$162,655

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

In Re: Gainey Corporation
Case No: 08-09092
Exhibit F1
Creditors Holdings Unsecured Claims
Trade Payables

Creditor's Name	Address	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
3P DELIVERY	ATTN: CINDY SALAZ - 1851 W OAK PKWY, ST	MARIETTA	GA	30062	USA	Various					600.00
AMERICAN TRUCKING ASSOCIATION	PO BOX 101360	ARLINGTON	VA	22210-4360	USA	Various					12,214.00
ARBITRATION FORUMS INC	ATTN: A/P - PO BOX 863606	ORLANDO	FL	32886-3606	USA	Various					8.00
AT&T	PO BOX 8212	AURORA	IL	60572-8212	USA	Various					3,238.32
CCH INCORPORATED	PO BOX 5729 - 2100 A CORPORATE DRIVE	ADDISON	IL	60101	USA	Various					699.51
CDW COMPUTER CENTERS, INC.	P.O. BOX 75723	CHICAGO	IL	60675-5723	USA	Various					217.29
COLT INTERNATIONAL, INC.	PO BOX 203189	HOUSTON	TX	77216-3189	USA	Various					2,398.60
CORPORATE BENEFIT STRATEGIES, INC.	5001 PLAINFIELD AVE NE - SUITE A	GRAND RAPIDS	MI	49525	USA	Various					217.00
DW ASSOCIATES LLC	180 MONROE AVE NW - SUITE 2R	GRAND RAPIDS	MI	49503	USA	Various					28,881.25
HNI RISK SERVICES	16805 E CLEVELAND AVE - PO BOX 510187	NEW BERLIN	WI	53151-0187	USA	Various					15,985.25
HONEY BAKED HAM COMPANY	1760 44th Street SW	Wyoming	MI	49519	USA	Various					183.53
HUGGINS ACTUARIAL SERVICES	PO BOX 1937	MEDIA	PA	19063	USA	Various					59,572.50
INDIANA BUREAU OF MOTOR VEHICLES	WALKERTON BRANCH #481 - 302 ROOSEVELT	WALKERTON	IN	46574	USA	Various					34.00
INNOVATIVE COMPUTING CORPORATION	PO BOX 2587	BRENTWOOD	TN	37024	USA	Various					7,998.47
IS MY DRIVING SAFE.COM	16503 ADAJA DE AVILA	TAMPA	FL	33613	USA	Various					3,464.33
LIBERTY MUTUAL INSURANCE CO.	PO Box 0569	Carol Stream	IL	60132	USA	Various					3,827.93
MARK BABIN	6000 CLAY AVE SW	GRAND RAPIDS	MI	49548	USA	Various					2,625.00
NIBLOCK EXCAVATING, INC.	PO BOX 211 - 906 MAPLE STREET	BRISTOL	IN	46507	USA	Various					1,190.00
PELTO GROUP INC	PO BOX 46496	MINNEAPOLIS	MN	55446-0496	USA	Various					12,951.54
PHOTOTHRU.COM	26285 HOOVER RD, STE 3	WARREN	MI	48089-1168	USA	Various					62.44
PHOTOTHRU.COM	26285 HOOVER RD, STE 3	WARREN	MI	48089-1168	USA	Various					26.74
QWEST/LCI	ACCOUNT 30360585 - PO BOX 856169	LOUISVILLE	KY	40285-6169	USA	Various					23.09
SWIFT, CURRIE, MCGHEE & HEIRS	THE PEACHTREE - STE 300 - 1355 PEACHTREE	ATLANTA	GA	30309-3238	USA	Various					2,130.00
THE CPE STORE	819 VILLAGE SQUARE DRIVE	TOMBALL	TX	77375	USA	Various					123.00
WACHOVIA SECURITIES	301 S STREET RESEARCH DR	CHARLOTTE	NC	22945	USA	Various					1,500.00
WACHOVIA SECURITIES	301 S STREET RESEARCH DR	CHARLOTTE	NC	22945	USA	Various					2,482.71
											<u>\$ 162,654.50</u>

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS OF NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
See Exhibit G	

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**In Re: Gainey Corporation****Case No: 08-09092**

Exhibit G

Executory Contracts and Unexpired Leases
IT and Telecommunications Contracts

Name of Other Party	Address	City	State	Zip	Description of Contract	Nature of Interest
Danka	11101 ROOSEVELT BLVD	ST PETERSBURG	FL	33716	Canon - iR3570	Equipment Lease
Danka	11101 ROOSEVELT BLVD	ST PETERSBURG	FL	33716	Canon - ir-6570	Equipment Lease
Danka	11101 ROOSEVELT BLVD	ST PETERSBURG	FL	33716	Canon - C4580i	Equipment Lease
Imagistics	PO BOX 856193	LOUISVILLE	KY	40285	Imagistics - ZB3510	Equipment Lease
Imagistics	PO BOX 856193	LOUISVILLE	KY	40285	Imagistics - ZB3510	Equipment Lease
Imagistics	PO BOX 856193	LOUISVILLE	KY	40285	Imagistics - ZB3510	Equipment Lease
Imagistics	PO BOX 856193	LOUISVILLE	KY	40285	Imagistics - ZB3510	Equipment Lease
Danka	11101 ROOSEVELT BLVD	ST PETERSBURG	FL	33716	Canon - iR3570	Equipment Lease
Danka	11101 ROOSEVELT BLVD	ST PETERSBURG	FL	33716	Canon - iR3570	Equipment Lease
Imagistics	PO BOX 856193	LOUISVILLE	KY	40285	Imagistics	Equipment Lease
Danka	11101 ROOSEVELT BLVD	ST PETERSBURG	FL	33716	Canon - iR7086	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes - DM800	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes - DM200L	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes - DM200	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes - DM200L	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes - DM100	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes - DM100	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes - DM300	Equipment Lease
Pitney Bowes Credit	PO BOX 856460	LOUISVILLE	KY	40285	Pitney Bowes	Equipment Lease
Graybar	PO BOX 1838	MANITOWOC	WI	54421	3Com - 5232	Equipment Lease
IBM Global Finance	PO BOX 643600	PITTSBURGH	PA	15264-3600	IBM - 9406	Equipment Lease
IBM Global Finance	PO BOX 643600	PITTSBURGH	PA	15264-3600	IBM	Equipment Lease
ESIS, Inc.	525 W Monroe St	CHICAGO	IL	60661	INSURANCE RISK MGMT	
T-Chek	14800 Charlson Road	Eden Prairie	MN	55347	Fuel Provider & Fleet Card	Fuel Mgmt
Skybitz	45365 Vintage Park Plaza	Dulles	VA	20166	(3000) Mobile Terminal units	Tracking
Qualcomm Enterprise	5775 Morehouse Dr	San Diego	CA	92121	Messaging System / Software	Messaging System
Sunguard	PO Box 91233	Chicago	IL	60693	Disaster Recovery AS400	Recovery Services
GE Commercial Finance	10900 NE 4th Street, Suite500	Bellevue	WA	98004	Lease - 6000 Clay Ave, Grand Rapids, MI 49548	Real Property Lease
GE Commercial Finance	10900 NE 4th Street, Suite500	Bellevue	WA	98004	Lease - 5900 Speaker Rd., Kansas City, KS	Real Property Lease
GE Commercial Finance	10900 NE 4th Street, Suite500	Bellevue	WA	98004	Lease - 7979 NW 29th St., Doral, Miami, FL	Real Property Lease
Moss Telecomm	561 Century SW	Grand Rapids	MI	49503	Service for 3Com Equipment	Service Contract

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN

In re: Gainey Corporation
Case no: 08-09092

In Re: Gainey Corporation

Case No: 08-09092

Exhibit G

Executory Contracts and Unexpired Leases
IT and Telecommunications Contracts

Name of Other Party	Address	City	State	Zip	Description of Contract	Nature of Interest
MPRI	1320 Braddock Place	Alexandria	VA	22314	Annual Service for Simulator Maint	Service Contract
Info Global Solutions	NW 5421 PO Box 1450	Minneapolis	MN	55485-5421	Annual AllTax Swr Support	Service Contract
Innovative Computing	PO Box 2587	Brentwood	TN	37024	Monthly AS400 Support	Service Contract
Intelek	901 Wall St	Norman	OK	73069	Monthly EDI Swr Support	Service Contract
IBM	PO Box 643600	Pittsburgh	PA	15264	Monthly Tape Drive Maint	Maintenance Contract
CCH Incorporated	21250 Hawthorne Blvd	Torrance	CA	90503-5502	Tax Software & Technical Support	Service Contract
Automotive Rentals Inc.	9000 Midlantic Drive, PO Box 50 Mt. Laurel		NJ	8054	Fleet/Title Management Services	Service Contract

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGANIn re: Gainey Corporation
Case no: 08-09092**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Banker. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Exhibit B13	

Note: All Debtors (see Schedule B-13) are obligated for the indebtedness evidenced the Credit Agreement dated as of April 20, 2006 as amended, under which Gainey Corporation is the Borrower and the other Debtors are Guarantors, and Wachovia Bank, National Association, acts as agent for the lenders.

UNITED STATES BANKRUPTCY COURT
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DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, Mark Babin, Chief Financial Officer of The Gainey Corporation named as the Debtor in these cases, declare under penalty of perjury that I have read the forgoing Schedule of Assets and Liabilities, consisting of 36 sheets, and that it is true and correct to the best of my knowledge, information, and belief.

Date 11/13/08

Signature 
Mark Babin
[Print or type name of individual signing on behalf of debtor.]

Penalty for making a false statement or concealing property: is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. Secs. 152 and 3571.